

Burlington International Airport Board of Airport Commissioners Procedures and Rules

1. **Establishment and Membership:** The Board of Airport Commissioners (the “Commission”) is created by Burlington City Charter Article 84, Section 27. The Composition of the Commission is as follows:

(a)(1)(A) The board of airport commissioners of the City of Burlington shall consist of five (5) legal voters of said city to be appointed by the city council with mayor presiding to serve for three years and until their successors are appointed and qualified.

(a)(1)(B) In addition, so long as the public aviation field and municipal airport is located within the limits of the City of South Burlington, the board of airport commissioners shall likewise consist of one legal voter of said City of South Burlington to be appointed by the governing body thereof to serve for three years and until a successor is appointed and qualified.

(a)(1)(C) In addition, the board of airport commissioners shall likewise include one legal voter of the city of Winooski to be appointed by the governing body thereof to serve for three years and until a successor is appointed and qualified.

2. **Authority:** Governance of the Burlington International Airport (the “Airport”) is outlined in City Charter Article 84, Section 276:

(a)(2) The city council shall have the exclusive general management and control of all lands owned or leased and used by the city for the purpose of a municipal airport, and of all buildings, property and equipment of the city thereon, and shall see that the same are kept in good condition and repair.

(a)(3) The city council may by resolution delegate any of its powers relating to the airport to the board of airport commissioners.

(b) The city council shall have power to make and alter from time to time, all needful rules and regulations for the maintenance of order, safety, and decency within the boundaries of said airport and to fix penalties for disobedience thereof; which rules and regulations shall have the force of ordinances of the City of Burlington; provided, that no such rule or regulation shall be of any effect unless it shall have been published in full in one or more of the daily newspapers.

As outlined above, the Commission is an advisory body and is accountable to the Burlington City Council. The Commission has a responsibility to provide advice on matters related to the operation of the Airport, including financial matters. However, the Commission will assume any Airport-related duties that the City Council delegates to it by Resolution. As of this writing, the Burlington City Council has not delegated any Airport-related powers to the Commission.

3. **Organization:** The Commission shall be organized as follows:

- a. Annually, at the first Commission meeting after June 30, the Commission shall elect a Chair and Vice-Chair from among the membership.

- b. Four or more members (that is, a majority of the total seven available seats) shall constitute a quorum of the Commission. In the event that a meeting starts with a quorum but at a subsequent point does not have a quorum, the meeting shall temporarily be suspended if it is expected that one or more members will return to the meeting. If not expected, the meeting will immediately adjourn.
- c. Each member of the Commission is expected to attend every meeting. In the event a member of the Commission expects to be unable to attend all or a portion of any meeting, they shall notify the Chair and Director of Aviation as far in advance of the meeting as possible.
- d. When permissible by city or state law, remote attendance, participation, and voting in meetings, either by phone or videoconference, is permitted. If attending remotely, each member is to state their name and announce their attendance, and in the event that the member disconnects and reconnects later in the meeting, the member is to again state their name and announce their attendance. Remote members may mute their audio at various times during meetings, but are requested to deactivate any mute function when votes are being held. Proxy voting is not permitted.
- e. Except as noted in Section 12, no single member of the Commission shall have the authority to represent or act on behalf of the Commission unless, by majority vote, the Commission has delegated such authority for a specific matter at a duly noticed meeting and such delegation is recorded in the meeting minutes.

4. Meetings:

- a. Regular Meetings: Regular meetings of the Commission shall take place on a schedule approved by a two-thirds majority of Commissioners. Regular meetings are held the first Wednesday of each month at 4:00 p.m. If any regularly scheduled meeting falls on a legal holiday, that meeting shall be held on another day as approved by a simple majority of Commissioners.
- b. Special or Emergency Meetings: The Commission may also meet for special or emergency meetings at the request of the Director of Aviation, the Chair, or four or more members of the Commission.
- c. Notice of Meetings: Public notice of all meetings shall be provided as required by the Vermont Open Meeting Law, 1 V.S.A. §§ 310-314, specifically, 1 V.S.A. § 312(c). Currently, all regular meetings require a 48-hour warning period, and all special and emergency sessions require a 24-hour warning period.
- d. Place of Meetings: All regularly scheduled, special, and emergency meetings shall be held at the Wright Conference Room of the Burlington International Airport. To accommodate the public or in special circumstances, the Director of Aviation and the Chair shall choose an alternate place for any such meeting. Notice of changes to the

time and place of all meetings shall be in accordance with the Vermont Open Meeting Law, 1 V.S.A. §§ 310-314, specifically, 1 V.S.A. § 312(c).

5. Meeting Agendas:

- a. Each regular and special meeting of the Commission shall have an agenda, which shall be publicly posted by the required warning period. Each agenda item should be posted with sufficient detail so that the public can understand the general matter to be discussed.
- b. The Director of Aviation shall prepare draft agendas in advance of regular Commission meetings, furnishing them to the Chair one week before the meeting for review. The Director of Aviation shall prepare draft agendas in advance of special or emergency, furnishing them to the Chair as expeditiously as possible for review.
- c. So that they may appear on the public agenda, Commissioners are encouraged to suggest agenda items to the Chair and the Director of Aviation at least six calendar days before the upcoming meeting.
- d. By law, the Agenda shall be sent to the Commission not less than two calendar days before a regular meeting, although the Director of Aviation will endeavor, when reasonably possible, to send the Agenda to the Commission not less than five calendar days before a regular meeting. Agendas for special and emergency meetings shall be sent in accordance with 1 V.S.A. § 312(d).
- e. Once the meeting Agenda is set and published, revisions to the Agenda shall be made only by two-thirds vote of the members present at the meeting.
- f. Any matters on the meeting Agenda not acted upon at the time of adjournment shall be placed on the Agenda of the next meeting.
- g. Each agenda shall have a section called "Follow-Up Items." This section serves as a reminder of tasks to be carried out by either Commissioners or Airport staff. During this portion of the meeting, the person(s) responsible for following up on the topic(s) will present, and the person who originally requested that this topic be added to the agenda will either express that it may be removed from the next month's agenda or request that it remain on the next month's agenda and specify what additional information is needed. At the conclusion of this agenda item, Commissioners and staff are encouraged to suggest new items arising during the current meeting which require follow-up and thus should be added to the next month's agenda.

6. Meeting Conduct:

- a. The Chair shall moderate all meetings of the Commission. In the absence of the Chair, the Vice-Chair shall assume the duties of the Chair.
- b. Side conversations between meeting attendees are discouraged. If requested by the Chair, meeting attendees shall only speak after being formally recognized by the Chair.

- c. Commissioners shall avoid any conflicts of interest as described in Article 46, Section 133 of the Burlington City Charter. All Commissioners have a duty to voluntarily excuse themselves from any discussions and recuse themselves from any votes in which they have a conflict of interest, rather than waiting for another individual to express a concern. Upon appointment to the Commission and at each July 1 thereafter, all Commissioners shall complete a conflict of interest questionnaire disclosing all existing and reasonably foreseeable conflicts of interest.

- 7. **Executive Sessions:** Pursuant to 1 V.S.A. § 313, the Commission may hold an executive session for the purpose of discussing matters that would clearly disadvantage the Commission, the Airport, and/or senior Airport staff members if general public knowledge were prematurely available. Before entering into executive session, the Chair shall state the reason(s) for doing so. Executive sessions shall be closed to the public. All matters discussed in executive session shall remain private and not shared beyond the participants unless disclosure has been deemed necessary and appropriate by the Chair. Any decisions or votes arising from discussions held in executive session shall be made in open session.
- 8. **Minutes:** The Director of Aviation, with the approval of the Chair, shall appoint an individual to be responsible for maintaining the official record and minutes of each meeting. The minutes shall include all topics and motions of the Commission. The minutes of all meetings shall be made available to the public in accordance with the Vermont Open Meeting Law, specifically, 1 V.S.A. § 312(b).
- 9. **Public Participation:** During the Public Forum portion of an open meeting, the public shall be given a reasonable opportunity to express its opinion on matters considered by the Commission during the meeting, so long as order is maintained. . During Public Forum, as well as any other part of the meeting, for the benefit of members of the public not in attendance at the meeting there shall be no dialogue or debate between the public and the Commission or the Airport staff unless otherwise authorized by the Chair or majority vote of the Commission. Members of the public are to be acknowledged by the Chair before speaking to maintain the meeting in an orderly fashion. Members of the public are limited to three minutes to express their thoughts, although the Chair reserves the right to reduce the time limitation, at their discretion, if there are a large number of individuals wishing to speak. Members of the public are encouraged to express their thoughts in a cordial and non-profane manner. Members of the public are encouraged to identify themselves by name, city of residence, and affiliation(s) with the Airport, if any, before speaking.
- 10. **Committees:** The Commission, by majority vote of an existing quorum, may establish sub-committees to consider specific topics or issues as appropriate. The Chair shall have the authority to appoint the members and chairs of said sub-committees.
- 11. **Communication Outside of Warned Meetings:** A quorum of Commissioners shall not convene outside of a warned meeting to discuss matters pertaining to the Commission. In addition, Commissioners are advised to exercise caution when drafting an email to all Commissioners or using the “Reply All” function upon receiving an email addressed to all Commissioners. Emails involving all Commissioners are intended to be solely administrative in nature, whereas content on deliberative matters involving a quorum of Commissioners is to be reserved for a warned

Commission meeting.

12. **Public and Media Relations:** Question and inquiries related to day-to-day operations from either the public or the media should be forwarded to the Director of Aviation. Commissioners may also be contacted by the public or the media for perspective on an issue before them. Commissioners other than the Chair may only speak on the Commission's behalf if authorized to do so by the Chair or a majority vote of the membership. Matters discussed in an executive session are not to be disclosed to the public or the media, except as revealed through any actions announced publicly resulting from such discussions.
13. **Rules Changes:** These Procedures and Rules may be changed by a majority vote of the Commissioners at any meeting where the issue has been previously noticed as required by the Vermont Open Meeting Law.

Approved xxxxxxxx xx, 2023.